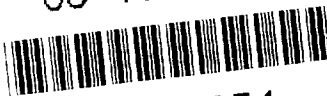


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RE 1

J.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): The Novara Group Ltd. 4-30-02 Individual(s) Association General Partnership Limited Partnership Corporation-State Other United Kingdom Limited Company Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Findel Education Limited Internal Address: Street Address: Novara House, Excelsor Road Abbey Park, Ashby de La Zouch City: State: Zip: Leicestershire LE65 1NG UNITED KINGDOM Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State United Kingdom Other If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: 8/29/01

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,548,452 Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Theodore D. Lienesch, Esq. Internal Address: Street Address: Thompson Hine LLP 2000 Courthouse Plaza NE, 10 W. Second St. City: Dayton State: OH Zip: 45402

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41): \$ 40.00 Enclosed Authorized to be charged to deposit account 8. Deposit account number:

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9. Signature. Theodore D. Lienesch Name of Person Signing Signature Date April 2002 Total number of pages including cover sheet, attachments, and document: 2

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 65938

The Registrar of Companies for England and Wales hereby certifies that
NOVARA GROUP LIMITED

having by special resolution changed its name, is now incorporated
under the name of
FINDEL EDUCATION LIMITED

Given at Companies House, Cardiff, the 29th August 2001



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